

1 THOMAS J. LOSAVIO, SBN 51023
JAMES F. REGAN, SBN 252199
2 LOW, BALL & LYNCH
505 Montgomery Street, 7th Floor
3 San Francisco, California 94111
Telephone: (415) 981-6630
4 Facsimile: (415) 982-1634
Email: tlosavio@lowball.com
5 Email: mbeuselinck@lowball.com

6 Attorneys for Defendants
7 ANNA GATTI and IQ SYSTEMS, LLC

8
9 UNITED STATES DISTRICT COURT
10 FOR THE NORTHERN DISTRICT OF CALIFORNIA

11 LOOP AI LABS, INC., a Delaware
12 Corporation,

13 Plaintiff,

14 vs.

15 ANNA GATTI, et al.,

16 Defendants.

Case No. 3:15-CV-00798-HSG

**DEFENDANT ANNA GATTI'S
ANSWER TO FIRST AMENDED
COMPLAINT; COUNTERCLAIM FOR:**

(1) BREACH OF CONTRACT.

JURY TRIAL DEMANDED

17
18 Anna Gatti, files this answer to Plaintiff Loop AI Labs, Inc.'s ("Plaintiff") complaint. Anna
19 Gatti denies each and every allegation contained in the complaint except those expressly admitted
20 below. Each paragraph of the Answer below responds to the same numbered paragraph of the
21 complaint.

22 **I. SUMMARY AND NATURE OF THE ACTION**

23 1. With respect to the allegations contained in Paragraph 1, Anna Gatti denies all
24 allegations therein.

25 2. With respect to the allegations contained in Paragraph 2, Anna Gatti admits all
26 allegations therein except Anna Gatti denies for lack of knowledge the allegations about speech
27 analytics.

28 3. With respect to the allegations contained in Paragraph 3, Anna Gatti denies all

1 allegations therein.

2 4. With respect to the allegations contained in Paragraph 4, Anna Gatti denies all
3 allegations therein except that she was Chief Executive Officer of the Company.

4 5. With respect to the allegations contained in Paragraph 5, Anna Gatti denies all
5 allegations therein but admits she was removed as a director of the Company.

6 6. With respect to the allegations contained in Paragraph 6, Anna Gatti denies all
7 allegations therein.

8 7. With respect to the allegations contained in Paragraph 7, Anna Gatti denies all
9 allegations therein.

10 8. With respect to the allegations contained in Paragraph 8, Anna Gatti denies all
11 allegations therein.

12 9. With respect to the allegations contained in Paragraph 9, Anna Gatti denies all
13 allegations therein.

14 10. With respect to the allegations contained in Paragraph 10, Anna Gatti denies all
15 allegations therein.

16 11. With respect to the allegations contained in Paragraph 11, Anna Gatti denies all
17 allegations therein.

18 12. With respect to the allegations contained in Paragraph 12, Anna Gatti denies all
19 allegations therein.

20 13. With respect to the allegations contained in Paragraph 13, Anna Gatti denies all
21 allegations therein.

22 14. With respect to the allegations contained in Paragraph 14, Anna Gatti denies all
23 allegations therein.

24 15. With respect to the allegations contained in Paragraph 15, Anna Gatti denies all
25 allegations therein.

26 16. With respect to the allegations contained in Paragraph 16, Anna Gatti denies all
27 allegations therein.

28 17. With respect to the allegations contained in Paragraph 17, Anna Gatti denies all

1 allegations therein.

2 18. With respect to the allegations contained in Paragraph 18, Anna Gatti denies all
3 allegations therein.

4 19. With respect to the allegations contained in Paragraph 19, Anna Gatti denies all
5 allegations therein.

6 20. With respect to the allegations contained in Paragraph 20, Anna Gatti denies all
7 allegations therein.

8 21. With respect to the allegations contained in Paragraph 21, Anna Gatti denies all
9 allegations therein.

10 22. With respect to the allegations contained in Paragraph 22, Anna Gatti denies all
11 allegations therein.

12 23. With respect to the allegations contained in Paragraph 23, Anna Gatti denies all
13 allegations therein.

14 24. With respect to the allegations contained in Paragraph 24, Anna Gatti denies all
15 allegations therein.

16 25. With respect to the allegations contained in Paragraph 25, Anna Gatti denies all
17 allegations therein.

18 26. With respect to the allegations contained in Paragraph 26, Anna Gatti denies all
19 allegations therein.

20 27. With respect to the allegations contained in Paragraph 27, Anna Gatti admits all
21 allegations therein except denies the first sentence, which alleges that after a venture capital fund
22 agreed to provide a substantial amount of funding, it included a bridge amount to be paid in October
23 2014.

24 28. With respect to the allegations contained in Paragraph 28, Anna Gatti denies all
25 allegations therein.

26 29. With respect to the allegations contained in Paragraph 29, Anna Gatti denies all
27 allegations therein.

28 30. With respect to the allegations contained in Paragraph 30, Anna Gatti denies all

1 allegations therein.

2 31. With respect to the allegations contained in Paragraph 31, Anna Gatti denies all
3 allegations therein but admits an email was sent, which is mischaracterized by the allegations.

4 32. With respect to the allegations contained in Paragraph 32, Anna Gatti denies all
5 allegations therein.

6 33. With respect to the allegations contained in Paragraph 33, Anna Gatti denies all
7 allegations therein.

8 34. With respect to the allegations contained in Paragraph 34, Anna Gatti denies all
9 allegations therein.

10 **II. THE PARTIES**

11 35. With respect to the allegations contained in Paragraph 35, Anna Gatti admits all
12 allegations therein.

13 36. With respect to the allegations contained in Paragraph 36, Anna Gatti admits all
14 allegations therein.

15 37. With respect to the allegations contained in Paragraph 37, Anna Gatti Admits IQ System
16 LLC is a limited liability company established under the laws of the State of California on January 21,
17 2014, domiciled in San Francisco, and that Anna Gatti is the sole member of IQ System LLC. As to all
18 other allegations in Paragraph 37, Anna Gatti denies all allegations therein.

19 38. With respect to the allegations contained in Paragraph 38, Anna Gatti denies all
20 allegations therein.

21 39. With respect to the allegations contained in Paragraph 39, Anna Gatti denies all
22 allegations therein.

23 40. These allegations are not directed at Anna Gatti and, therefore, no response is required.
24 To the extent a response is required, Anna Gatti denies for lack of knowledge all allegations contained
25 in Paragraph 40.

26 41. These allegations are not directed at Anna Gatti and, therefore, no response is required.
27 To the extent a response is required, Anna Gatti denies all allegations contained in Paragraph 41.

28 42. With respect to the allegations contained in Paragraph 42, Anna Gatti denies all

1 allegations therein but admits the principal place of business was listed as 24 Clarendon Avenue, San
2 Francisco, California.

3 **III. OTHER CO-CONSPIRATORS**

4 43. With respect to the allegations contained in Paragraph 43, Anna Gatti admits that
5 Antonio Di Napoli is an individual residing in San Francisco at 24 Clarendon Avenue with Gatti. Anna
6 Gatti denies any and all remaining allegations therein.

7 44. With respect to the allegations contained in Paragraph 44, Anna Gatti denies for lack of
8 knowledge the allegations regarding Manuela Micoli's residence. Further, Anna Gatti denies any and
9 all remaining allegations therein.

10 45. With respect to the allegations contained in Paragraph 45, Anna Gatti denies all
11 allegations therein.

12 46. These allegations are not directed at Anna Gatti and, therefore, no response is required.
13 To the extent a response is required, Anna Gatti denies all allegations contained in Paragraph 46 except
14 that Dario Vignudelli is a former consultant of the Company.

15 47. With respect to the allegations contained in Paragraph 47, Anna Gatti denies all
16 allegations therein.

17 48. With respect to the allegations contained in Paragraph 48, no response is required. To
18 the extent a response is required, Anna Gatti denies all allegations contained therein.

19 **IV. JURISDICTION**

20 49. With respect to the allegations contained in Paragraph 49, Anna Gatti denies for lack of
21 knowledge all allegations therein.

22 50. With respect to the allegations contained in Paragraph 50, Anna Gatti denies for lack of
23 knowledge all allegations therein.

24 51. With respect to the allegations contained in Paragraph 51, Anna Gatti denies for lack of
25 knowledge all allegations therein.

26 52. With respect to the allegations contained in Paragraph 52, Anna Gatti denies for lack of
27 knowledge all allegations therein.

28 53. With respect to the allegations contained in Paragraph 53, Anna Gatti denies for lack of

1 knowledge all allegations therein.

2 54. With respect to the allegations contained in Paragraph 54, Anna Gatti denies for lack of
3 knowledge all allegations therein.

4 55. With respect to the allegations contained in Paragraph 55, Anna Gatti denies for lack of
5 knowledge all allegations therein.

6 56. With respect to the allegations contained in Paragraph 56, Anna Gatti denies all
7 allegations therein, but admits a presentation run by Valeria Sandei occurred.

8 57. With respect to the allegations contained in Paragraph 57, Anna Gatti denies for lack of
9 knowledge all allegations therein.

10 58. With respect to the allegations contained in Paragraph 58, Anna Gatti denies for lack of
11 knowledge all allegations therein.

12 59. With respect to the allegations contained in Paragraph 59, Anna Gatti denies for lack of
13 knowledge all allegations therein.

14 60. With respect to the allegations contained in Paragraph 60, Anna Gatti denies all
15 allegations therein.

16 61. With respect to the allegations contained in Paragraph 61, Anna Gatti denies all
17 allegations therein.

18 62. With respect to the allegations contained in Paragraph 62 and its subparts, Anna Gatti
19 denies all allegations therein but admits to the contents of paragraphs beginning at lines 6, 13 and 28 on
20 Page 19, and that Almaxwave applied for a patent and that emails were exchanged with Angela
21 Nicolella.

22 63. With respect to the allegations contained in Paragraph 63, Anna Gatti denies for lack of
23 knowledge all allegations therein.

24 64. With respect to the allegations contained in Paragraph 64, Anna Gatti denies for lack of
25 knowledge all allegations therein.

26 65. With respect to the allegations contained in Paragraph 65, Anna Gatti denies for lack of
27 knowledge all allegations therein.

28 66. With respect to the allegations contained in Paragraph 66, Anna Gatti denies for lack of

1 knowledge all allegations therein.

2 **V. GENERAL ALLEGATIONS COMMON TO ALL CAUSES OF ACTION**

3 **A. The Company Entered Into The Stock Purchase Agreement In Reliance Upon**
4 **Gatti's Materially False And Misleading Representations.**

5 67. With respect to the allegations contained in Paragraph 67, Anna Gatti denies all
6 allegations therein.

7 68. With respect to the allegations contained in Paragraph 68, Anna Gatti denies for lack of
8 knowledge all allegations therein.

9 69. With respect to the allegations contained in Paragraph 69, Anna Gatti denies all
10 allegations therein.

11 70. With respect to the allegations contained in Paragraph 70, Anna Gatti denies all
12 allegations therein.

13 71. With respect to the allegations contained in Paragraph 71, Anna Gatti denies all
14 allegations therein.

15 72. With respect to the allegations contained in Paragraph 72, Anna Gatti denies all
16 allegations therein except the first sentence, that Anna Gatti was an independent director of an Italian
17 public company.

18 73. With respect to the allegations contained in Paragraph 73, Anna Gatti denies all
19 allegations therein.

20 74. With respect to the allegations contained in Paragraph 74, Anna Gatti denies all
21 allegations therein.

22 75. With respect to the allegations contained in Paragraph 75, Anna Gatti denies all
23 allegations therein.

24 76. With respect to the allegations contained in Paragraph 76, Anna Gatti denies all
25 allegations therein.

26 77. With respect to the allegations contained in Paragraph 77, Anna Gatti denies all
27 allegations therein.

28 78. With respect to the allegations contained in Paragraph 78, Anna Gatti denies all

1 allegations therein.

2 **B. Gatti's Contractual Obligations To The Company**

3 79. With respect to the allegations contained in Paragraph 79, Anna Gatti admits all
4 allegations therein.

5 80. With respect to the allegations contained in Paragraph 80, Anna Gatti admits all
6 allegations therein.

7 81. With respect to the allegations contained in Paragraph 81, Anna Gatti admits all
8 allegations therein.

9 82. With respect to the allegations contained in Paragraph 82, Anna Gatti admits all
10 allegations therein.

11 83. With respect to the allegations contained in Paragraph 83, Anna Gatti admits all
12 allegations therein.

13 84. With respect to the allegations contained in Paragraph 84, Anna Gatti admits all
14 allegations therein.

15 85. With respect to the allegations contained in Paragraph 85, Anna Gatti admits all
16 allegations therein.

17 86. With respect to the allegations contained in Paragraph 86, Anna Gatti admits all
18 allegations therein.

19 **C. Unlawful Activities By Gatti And the Other Defendants Since October 2012.**

20 87. With respect to the allegations contained in Paragraph 87, Anna Gatti admits all
21 allegations therein.

22 88. With respect to the allegations contained in Paragraph 88, Anna Gatti denies all
23 allegations therein.

24 89. With respect to the allegations contained in Paragraph 89, Anna Gatti denies all
25 allegations therein except that her title and assigned role included seeking out venture capital funding
26 for the Company and she was expected to network within the venture capital community and the
27 Northern California technology world, with a view to building awareness of the Company and of the
28 value of its proprietary technology, to gather market intelligence that would be useful to the Company,

1 and to find and attempt to close financing from investors.

2 90. With respect to the allegations contained in Paragraph 90, Anna Gatti denies all
3 allegations therein.

4 91. With respect to the allegations contained in Paragraph 91, Anna Gatti denies all
5 allegations therein.

6 92. With respect to the allegations contained in Paragraph 92, Anna Gatti denies all
7 allegations therein.

8 93. With respect to the allegations contained in Paragraph 93, Anna Gatti denies all
9 allegations therein.

10 **1. The Needs**

11 94. With respect to the allegations contained in Paragraph 94, Anna Gatti denies all
12 allegations therein.

13 95. With respect to the allegations contained in Paragraph 95, Anna Gatti denies for lack of
14 knowledge all allegations therein.

15 96. With respect to the allegations contained in Paragraph 96, Anna Gatti denies all
16 allegations therein.

17 97. With respect to the allegations contained in Paragraph 97, Anna Gatti denies all
18 allegations therein except the first sentence, that on October 21, 2013, at Gatti's invitation, Pansa came
19 to the Company's offices in San Francisco to meet with Gatti.

20 98. With respect to the allegations contained in Paragraph 98, Anna Gatti admits all
21 allegations therein.

22 99. With respect to the allegations contained in Paragraph 99, Anna Gatti denies all
23 allegations therein.

24 100. With respect to the allegations contained in Paragraph 100, Anna Gatti denies all
25 allegations therein.

26 101. With respect to the allegations contained in Paragraph 101, Anna Gatti denies all
27 allegations therein.

28 **2. The Almagiva Defendants.**

1 102. With respect to the allegations contained in Paragraph 102, Anna Gatti denies all
2 allegations therein.

3 103. With respect to the allegations contained in Paragraph 103, Anna Gatti denies all
4 allegations therein except that the Almaviva Defendants operate a technology company and sought to
5 enter the San Francisco and Silicon Valley space.

6 104. With respect to the allegations contained in Paragraph 104, Anna Gatti denies all
7 allegations therein except that the Almaviva Defendants knew that Gatti was already the CEO of the
8 Company.

9 105. With respect to the allegations contained in Paragraph 105, Anna Gatti denies all
10 allegations therein.

11 106. With respect to the allegations contained in Paragraph 106, Anna Gatti denies all
12 allegations therein except that the company was domiciled at Gatti's address.

13 107. With respect to the allegations contained in Paragraph 107, Anna Gatti denies all
14 allegations therein.

15 108. With respect to the allegations contained in Paragraph 108, Anna Gatti denies all
16 allegations therein.

17 109. With respect to the allegations contained in Paragraph 109, Anna Gatti denies all
18 allegations therein.

19 110. With respect to the allegations contained in Paragraph 110, Anna Gatti denies all
20 allegations therein.

21 111. With respect to the allegations contained in Paragraph 111, Anna Gatti denies all
22 allegations therein except that she admits that Almaviva was not interested in investing in the
23 Company.

24 112. With respect to the allegations contained in Paragraph 112, Anna Gatti denies all
25 allegations therein.

26 113. With respect to the allegations contained in Paragraph 113, Anna Gatti denies for lack of
27 knowledge all allegations therein.

28 114. With respect to the allegations contained in Paragraph 114, Anna Gatti denies all

1 allegations therein.

2 115. With respect to the allegations contained in Paragraph 115, Anna Gatti denies all
3 allegations therein except admits that the Company was at the Beta Track in Dublin.

4 116. With respect to the allegations contained in Paragraph 116, Anna Gatti denies all
5 allegations therein except that she would remain a point of contact with Investment Fund 4.

6 117. With respect to the allegations contained in Paragraph 117, Anna Gatti denies all
7 allegations therein except for the first sentence, that negotiations advanced to its final stages and the
8 Company and Investment Fund 4 executed a term sheet setting forth some of the terms of a potential
9 agreement.

10 118. With respect to the allegations contained in Paragraph 118, Anna Gatti denies all
11 allegations therein.

12 119. With respect to the allegations contained in Paragraph 119, Anna Gatti denies all
13 allegations therein except that she was removed as a director in the Company.

14 120. With respect to the allegations contained in Paragraph 120, Anna Gatti denies all
15 allegations therein.

16 121. With respect to the allegations contained in Paragraph 121, Anna Gatti denies all
17 allegations therein.

18 122. With respect to the allegations contained in Paragraph 122, Anna Gatti denies all
19 allegations therein except that Mr. DiNapoli was awaiting office space and the company consented to
20 the use of two desks.

21 123. With respect to the allegations contained in Paragraph 123, Anna Gatti denies all
22 allegations therein.

23 124. With respect to the allegations contained in Paragraph 124, Anna Gatti denies all
24 allegations therein except that the company was domiciled at Gatti's address.

25 125. With respect to the allegations contained in Paragraph 125, Anna Gatti denies all
26 allegations therein.

27 126. With respect to the allegations contained in Paragraph 126, Anna Gatti denies all
28 allegations therein.

1 127. With respect to the allegations contained in Paragraph 127, Anna Gatti denies all
2 allegations therein.

3 128. With respect to the allegations contained in Paragraph 128, Anna Gatti denies all
4 allegations therein.

5 129. With respect to the allegations contained in Paragraph 129, Anna Gatti denies all
6 allegations therein and denies for lack of knowledge the allegations about Valeria Sandei .

7 130. With respect to the allegations contained in Paragraph 130, Anna Gatti denies all
8 allegations therein.

9 131. With respect to the allegations contained in Paragraph 131, Anna Gatti denies all
10 allegations therein.

11 **D. Gatti and the Amlaviva Defendants' Wrongdoing Is Ongoing**

12 132. With respect to the allegations contained in Paragraph 132, Anna Gatti denies all
13 allegations therein.

14 133. With respect to the allegations contained in Paragraph 133, Anna Gatti denies all
15 allegations therein.

16 134. With respect to the allegations contained in Paragraph 134, Anna Gatti denies all
17 allegations therein.

18 135. With respect to the allegations contained in Paragraph 135, Anna Gatti denies all
19 allegations therein but admits she sent an email on that date.

20 136. With respect to the allegations contained in Paragraph 136, Anna Gatti denies all
21 allegations therein.

22 **E. The Confidential Information and Trade Secrets At Issue**

23 137. With respect to the allegations contained in Paragraph 137, Anna Gatti denies all
24 allegations therein.

25 138. With respect to the allegations contained in Paragraph 138, Anna Gatti denies all
26 allegations therein.

27 139. With respect to the allegations contained in Paragraph 139, Anna Gatti denies all
28 allegations therein.

1 140. With respect to the allegations contained in Paragraph 140, Anna Gatti denies all
2 allegations therein.

3 141. With respect to the allegations contained in Paragraph 141, Anna Gatti denies all
4 allegations therein.

5 142. With respect to the allegations contained in Paragraph 142, Anna Gatti denies all
6 allegations therein.

7 143. With respect to the allegations contained in Paragraph 143, Anna Gatti denies all
8 allegations therein.

9 144. With respect to the allegations contained in Paragraph 144, Anna Gatti denies all
10 allegations therein.

11 145. With respect to the allegations contained in Paragraph 145, Anna Gatti denies all
12 allegations therein.

13 146. With respect to the allegations contained in Paragraph 146, Anna Gatti denies for lack of
14 knowledge all allegations therein but admits she sent an email and admits the discussions were
15 confidential.

16 147. With respect to the allegations contained in Paragraph 147, Anna Gatti denies for lack of
17 knowledge all allegations therein.

18 148. With respect to the allegations contained in Paragraph 148, Anna Gatti denies all
19 allegations therein.

20 149. With respect to the allegations contained in Paragraph 149, Anna Gatti denies for lack of
21 knowledge all allegations therein.

22 150. With respect to the allegations contained in Paragraph 150, Anna Gatti denies for lack of
23 knowledge all allegations therein.

24 151. With respect to the allegations contained in Paragraph 151, Anna Gatti denies for lack of
25 knowledge all allegations therein.

26 152. With respect to the allegations contained in Paragraph 152, Anna Gatti denies for lack of
27 knowledge all allegations therein.

28

1 153. With respect to the allegations contained in Paragraph 153, Anna Gatti denies for lack of
2 knowledge all allegations therein.

3 154. With respect to the allegations contained in Paragraph 154, Anna Gatti denies for lack of
4 knowledge all allegations therein.

5 155. With respect to the allegations contained in Paragraph 155, Anna Gatti denies for lack of
6 knowledge all allegations therein.

7 156. With respect to the allegations contained in Paragraph 156, Anna Gatti denies for lack of
8 knowledge all allegations therein.

9 157. With respect to the allegations contained in Paragraph 157, Anna Gatti admits to the first
10 sentence but denies all other allegations therein.

11 158. With respect to the allegations contained in Paragraph 158, Anna Gatti denies for lack of
12 knowledge all allegations therein.

13 159. With respect to the allegations contained in Paragraph 159, Anna Gatti denies for lack of
14 knowledge all allegations therein.

15 160. With respect to the allegations contained in Paragraph 160, Anna Gatti denies for lack of
16 knowledge all allegations therein.

17 161. With respect to the allegations contained in Paragraph 161, Anna Gatti denies for lack of
18 knowledge all allegations therein.

19 162. With respect to the allegations contained in Paragraph 162, Anna Gatti denies for lack of
20 knowledge all allegations therein.

21 163. With respect to the allegations contained in Paragraph 163, Anna Gatti admits that the
22 Company was preparing to undergo due diligence and she compiled documents but denies all other
23 allegations therein.

24 164. With respect to the allegations contained in Paragraph 164, Anna Gatti denies for lack of
25 knowledge all allegations therein.

26 165. With respect to the allegations contained in Paragraph 165, Anna Gatti denies for lack of
27 knowledge all allegations therein.
28

1 166. With respect to the allegations contained in Paragraph 166, Anna Gatti denies all
2 allegations therein.

3 167. With respect to the allegations contained in Paragraph 167, Anna Gatti denies all
4 allegations therein.

5 168. With respect to the allegations contained in Paragraph 168, Anna Gatti denies all
6 allegations therein.

7 169. With respect to the allegations contained in Paragraph 169, Anna Gatti denies all
8 allegations therein.

9 170. With respect to the allegations contained in Paragraph 170, Anna Gatti denies all
10 allegations therein.

11 171. With respect to the allegations contained in Paragraph 171, Anna Gatti denies all
12 allegations therein.

13 172. With respect to the allegations contained in Paragraph 171, Anna Gatti denies for lack of
14 knowledge all allegations therein.

15 173. With respect to the allegations contained in Paragraph 173, Anna Gatti denies all
16 allegations therein except that Vignudelli was retained by IQ Systems.

17 174. With respect to the allegations contained in Paragraph 174, Anna Gatti denies all
18 allegations therein.

19 175. With respect to the allegations contained in Paragraph 175, Anna Gatti denies all
20 allegations therein.

21 176. With respect to the allegations contained in Paragraph 176, Anna Gatti denies all
22 allegations therein.

23 177. With respect to the allegations contained in Paragraph 177, Anna Gatti denies all
24 allegations therein.

25 178. With respect to the allegations contained in Paragraph 178, Anna Gatti denies all
26 allegations therein.

27 179. With respect to the allegations contained in Paragraph 179, Anna Gatti denies all
28 allegations therein.

1 180. With respect to the allegations contained in Paragraph 180, Anna Gatti denies all
2 allegations therein.

3 181. With respect to the allegations contained in Paragraph 181, Anna Gatti denies all
4 allegations therein.

5 182. With respect to the allegations contained in Paragraph 182, Anna Gatti denies all
6 allegations therein.

7 **ACTIONS BY THE DEFENDANTS**

8 183. With respect to the allegations contained in Paragraph 183, Anna Gatti denies all
9 allegations therein except that she was an employee of Almawave USA.

10 184. With respect to the allegations contained in Paragraph 184, Anna Gatti denies all
11 allegations therein.

12 185. With respect to the allegations contained in Paragraph 185, Anna Gatti denies all
13 allegations therein.

14 186. With respect to the allegations contained in Paragraph 186, Anna Gatti denies all
15 allegations therein.

16 187. With respect to the allegations contained in Paragraph 187, Anna Gatti denies all
17 allegations therein.

18 188. With respect to the allegations contained in Paragraph 188, Anna Gatti denies for lack of
19 knowledge all allegations therein.

20 189. With respect to the allegations contained in Paragraph 189, Anna Gatti denies for lack of
21 knowledge all allegations therein.

22 190. With respect to the allegations contained in Paragraph 190, Anna Gatti denies all
23 allegations therein.

24 191. With respect to the allegations contained in Paragraph 191, Anna Gatti denies all
25 allegations therein.

26 192. With respect to the allegations contained in Paragraph 192, Anna Gatti denies all
27 allegations therein.

28 **FIRST CAUSE OF ACTION**

**(Racketeer Influenced and Corrupt Organizations, 18 U.S.C. §§ 1962 *et seq.*,
against All Defendants)**

193. This paragraph incorporates paragraphs 1 through 192 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 192 as if set forth in full.

194. With respect to the allegations contained in Paragraph 194, Anna Gatti denies all allegations therein.

195. With respect to the allegations contained in Paragraph 195, Anna Gatti denies for lack of knowledge all allegations therein.

196. With respect to the allegations contained in Paragraph 196, Anna Gatti denies all allegations therein.

197. With respect to the allegations contained in Paragraph 197, Anna Gatti denies for lack of knowledge all allegations therein except that Almaviva applied for a patent.

198. With respect to the allegations contained in Paragraph 198, Anna Gatti denies all allegations therein.

199. With respect to the allegations contained in Paragraph 199, Anna Gatti denies all allegations therein.

200. With respect to the allegations contained in Paragraph 200, Anna Gatti denies all allegations therein.

201. With respect to the allegations contained in Paragraph 201, Anna Gatti denies all allegations therein but admits to using Loop's email system and meeting in person with Almawave personnel.

202. With respect to the allegations contained in Paragraph 202, Anna Gatti denies all allegations therein.

203. With respect to the allegations contained in Paragraph 203, Anna Gatti denies all allegations therein.

204. With respect to the allegations contained in Paragraph 204, Anna Gatti denies all allegations therein.

1 205. With respect to the allegations contained in Paragraph 205, Anna Gatti denies all
2 allegations therein.

3 206. With respect to the allegations contained in Paragraph 206, Anna Gatti denies all
4 allegations therein.

5 207. With respect to the allegations contained in Paragraph 207, Anna Gatti denies all
6 allegations therein.

7 208. With respect to the allegations contained in Paragraph 208, Anna Gatti denies for lack of
8 knowledge all allegations therein.

9 209. With respect to the allegations contained in Paragraph 209, Anna Gatti denies all
10 allegations therein.

11 210. With respect to the allegations contained in Paragraph 210, Anna Gatti denies all
12 allegations therein.

13 211. With respect to the allegations contained in Paragraph 211, Anna Gatti denies all
14 allegations therein.

15 212. With respect to the allegations contained in Paragraph 212, Anna Gatti denies all
16 allegations therein.

17 213. With respect to the allegations contained in Paragraph 213, Anna Gatti denies all
18 allegations therein but admits asking to keep contact with WI Harper.

19 214. With respect to the allegations contained in Paragraph 214, Anna Gatti denies all
20 allegations therein.

21 215. With respect to the allegations contained in Paragraph 215, Anna Gatti denies all
22 allegations therein.

23 216. With respect to the allegations contained in Paragraph 216, Anna Gatti denies all
24 allegations therein.

25 217. With respect to the allegations contained in Paragraph 217, Anna Gatti denies all
26 allegations therein.

27 218. With respect to the allegations contained in Paragraph 218, Anna Gatti denies all
28 allegations therein.

**(Computer Fraud and Abuse Act, 18 U.S.C. §§ 1030 *et seq.*, against All Defendants and
Unauthorized Access to Computers, Cal. Penal Code §§ 502 *et seq.* against All
Defendants)**

220. This paragraph incorporates paragraphs 1 through 219 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 219 as if set forth in full.

221. With respect to the allegations contained in Paragraph 221, Anna Gatti denies all allegations therein.

222. With respect to the allegations contained in Paragraph 222, Anna Gatti denies all allegations therein.

223. With respect to the allegations contained in Paragraph 223, Anna Gatti denies all allegations therein.

224. With respect to the allegations contained in Paragraph 224, Anna Gatti denies all allegations therein.

225. With respect to the allegations contained in Paragraph 225, Anna Gatti denies all allegations therein.

226. With respect to the allegations contained in Paragraph 226, Anna Gatti denies all allegations therein.

227. With respect to the allegations contained in Paragraph 227, Anna Gatti denies all allegations therein.

228. With respect to the allegations contained in Paragraph 228, Anna Gatti denies all allegations therein.

229. With respect to the allegations contained in Paragraph 229, Anna Gatti denies all allegations therein.

230. With respect to the allegations contained in Paragraph 230, Anna Gatti denies all allegations therein.

231. With respect to the allegations contained in Paragraph 231, Anna Gatti denies all allegations therein.

232. With respect to the allegations contained in Paragraph 232, Anna Gatti denies all allegations therein.

THIRD CAUSE OF ACTION

(Fraud in the Inducement against Anna Gatti)

233. This paragraph incorporates paragraphs 1 through 232 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 232 as if set forth in full.

234. With respect to the allegations contained in Paragraph 234, Anna Gatti denies all allegations therein but admits to earning a salary at Skype.

235. With respect to the allegations contained in Paragraph 235, Anna Gatti admits all allegations therein.

236. With respect to the allegations contained in Paragraph 236, Anna Gatti denies all allegations therein.

237. With respect to the allegations contained in Paragraph 237, Anna Gatti denies all allegations therein.

238. With respect to the allegations contained in Paragraph 238, Anna Gatti denies all allegations therein.

239. With respect to the allegations contained in Paragraph 239, Anna Gatti denies all allegations therein.

240. With respect to the allegations contained in Paragraph 240, Anna Gatti denies all allegations therein.

241. With respect to the allegations contained in Paragraph 241, Anna Gatti denies all allegations therein.

FOURTH CAUSE OF ACTION

(Rescission and Restitution for Failure of Consideration against Anna Gatti)

242. This paragraph incorporates paragraphs 1 through 241 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 241 as if set forth in full.

243. With respect to the allegations contained in Paragraph 243, Anna Gatti denies all allegations therein.

244. With respect to the allegations contained in Paragraph 244, Anna Gatti denies all allegations therein.

245. With respect to the allegations contained in Paragraph 245, Anna Gatti denies all allegations therein.

246. With respect to the allegations contained in Paragraph 246, Anna Gatti denies all allegations therein.

247. With respect to the allegations contained in Paragraph 247, Anna Gatti denies all allegations therein.

248. With respect to the allegations contained in Paragraph 248, Anna Gatti denies all allegations therein.

249. With respect to the allegations contained in Paragraph 249, Anna Gatti denies all allegations therein.

FIFTH CAUSE OF ACTION

(Fraud against All Defendants)

250. This paragraph incorporates paragraphs 1 through 249 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 249 as if set forth in full.

251. With respect to the allegations contained in Paragraph 251, Anna Gatti denies all allegations therein.

252. With respect to the allegations contained in Paragraph 252, Anna Gatti denies all allegations therein.

253. With respect to the allegations contained in Paragraph 253, Anna Gatti denies all allegations therein.

254. With respect to the allegations contained in Paragraph 254, Anna Gatti denies all allegations therein.

256. With respect to the allegations contained in Paragraph 256, Anna Gatti denies all allegations therein.

257. With respect to the allegations contained in Paragraph 257, Anna Gatti denies all allegations therein.

258. With respect to the allegations contained in Paragraph 258, Anna Gatti denies all allegations therein.

259. With respect to the allegations contained in Paragraph 259, Anna Gatti denies all allegations therein.

260. With respect to the allegations contained in Paragraph 260, Anna Gatti denies all allegations therein.

(Breach of Contract against Anna Gatti)

261. This paragraph incorporates paragraphs 1 through 260 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 260 as if set forth in full.

262. With respect to the allegations contained in Paragraph 262, Anna Gatti admits the allegations therein, but defendant alleges that the requirement of written consent for concurrent employment was waived by agreement and custom and practice of Loop.

263. With respect to the allegations contained in Paragraph 263, Anna Gatti admits all allegations therein.

264. With respect to the allegations contained in Paragraph 264, Anna Gatti denies all allegations therein.

265. With respect to the allegations contained in Paragraph 265, Anna Gatti denies all allegations therein.

266. With respect to the allegations contained in Paragraph 266, Anna Gatti denies all allegations therein.

1 267. With respect to the allegations contained in Paragraph 267, Anna Gatti denies all
2 allegations therein.

3 268. With respect to the allegations contained in Paragraph 268, Anna Gatti denies all
4 allegations therein.

5 269. With respect to the allegations contained in Paragraph 269, Anna Gatti denies all
6 allegations therein.

7 270. With respect to the allegations contained in Paragraph 270, Anna Gatti denies all
8 allegations therein.

9 271. With respect to the allegations contained in Paragraph 271, Anna Gatti denies all
10 allegations therein.

11 272. With respect to the allegations contained in Paragraph 272, Anna Gatti denies all
12 allegations therein.

13 273. With respect to the allegations contained in Paragraph 273, Anna Gatti denies all
14 allegations therein.

15 274. With respect to the allegations contained in Paragraph 274, Anna Gatti denies all
16 allegations therein.

17 275. With respect to the allegations contained in Paragraph 275, Anna Gatti denies all
18 allegations therein.

19 276. With respect to the allegations contained in Paragraph 276, Anna Gatti denies all
20 allegations therein.

21 **SEVENTH CAUSE OF ACTION**

22 **(Breach of Duty of Good Faith and Fair Dealing against Anna Gatti)**

23 277. This paragraph incorporates paragraphs 1 through 276 of Plaintiff's complaint. Anna
24 Gatti likewise incorporates its earlier responses to paragraphs 1 through 276 as if set forth in full.

25 278. With respect to the allegations contained in Paragraph 278, Anna Gatti denies for lack of
26 information all allegations therein.

27 279. With respect to the allegations contained in Paragraph 279, Anna Gatti admits all
28 allegations therein.

280. With respect to the allegations contained in Paragraph 280, Anna Gatti denies all allegations therein.

281. With respect to the allegations contained in Paragraph 281, Anna Gatti denies all allegations therein.

282. With respect to the allegations contained in Paragraph 282, Anna Gatti denies all allegations therein.

283. With respect to the allegations contained in Paragraph 283, Anna Gatti denies all allegations therein.

EIGHT CAUSE OF ACTION

(Theft of Corporate Opportunity, against Anna Gatti)

284. This paragraph incorporates paragraphs 1 through 283 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 283 as if set forth in full.

285. With respect to the allegations contained in Paragraph 285, Anna Gatti denies all allegations therein.

286. With respect to the allegations contained in Paragraph 286, Anna Gatti denies all allegations therein.

287. With respect to the allegations contained in Paragraph 287, Anna Gatti denies all allegations therein.

288. With respect to the allegations contained in Paragraph 288, Anna Gatti denies all allegations therein.

289. With respect to the allegations contained in Paragraph 289, Anna Gatti denies all allegations therein.

NINTH CAUSE OF ACTION

(Intentional Interference with Prospective Economic Advantage against All Defendants)

290. This paragraph incorporates paragraphs 1 through 289 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 289 as if set forth in full.

291. With respect to the allegations contained in Paragraph 291, Anna Gatti denies for lack of knowledge all allegations therein.

1 292. With respect to the allegations contained in Paragraph 292, Anna Gatti denies all
2 allegations therein.

3 293. With respect to the allegations contained in Paragraph 293, Anna Gatti admits the
4 economic relations with employees and contractors had the possibility of future economic benefit to the
5 company provided the company could successfully develop and market its product but denies all other
6 allegations therein.

7 294. With respect to the allegations contained in Paragraph 294, Anna Gatti admits all
8 allegations therein.

9 295. With respect to the allegations contained in Paragraph 295, Anna Gatti denies all
10 allegations therein.

11 296. With respect to the allegations contained in Paragraph 296, Anna Gatti denies all
12 allegations therein.

13 297. With respect to the allegations contained in Paragraph 297, Anna Gatti denies all
14 allegations therein.

15 298. With respect to the allegations contained in Paragraph 298, Anna Gatti denies all
16 allegations therein.

17 299. With respect to the allegations contained in Paragraph 299, Anna Gatti denies all
18 allegations therein.

19 300. With respect to the allegations contained in Paragraph 300, Anna Gatti denies all
20 allegations therein.

21 301. With respect to the allegations contained in Paragraph 301, Anna Gatti denies all
22 allegations therein.

23 302. With respect to the allegations contained in Paragraph 302, Anna Gatti denies all
24 allegations therein.

25 **TENTH CAUSE OF ACTION**

26 **(Tortious Interference against all Defendants)**

27 303. This paragraph incorporates paragraphs 1 through 302 of Plaintiff's complaint. Anna
28 Gatti likewise incorporates its earlier responses to paragraphs 1 through 302 as if set forth in full.

304. With respect to the allegations contained in Paragraph 304, Anna Gatti denies for lack of information all allegations therein.

305. With respect to the allegations contained in Paragraph 305, Anna Gatti denies all allegations therein.

306. With respect to the allegations contained in Paragraph 306, Anna Gatti denies all allegations therein.

307. With respect to the allegations contained in Paragraph 307, Anna Gatti denies all allegations therein.

308. With respect to the allegations contained in Paragraph 308, Anna Gatti denies all allegations therein.

309. With respect to the allegations contained in Paragraph 309, Anna Gatti denies all allegations therein.

310. With respect to the allegations contained in Paragraph 310, Anna Gatti denies all allegations therein.

311. With respect to the allegations contained in Paragraph 311, Anna Gatti denies all allegations therein.

312. With respect to the allegations contained in Paragraph 312, Anna Gatti denies all allegations therein.

313. With respect to the allegations contained in Paragraph 313, Anna Gatti denies all allegations therein.

ELEVENTH CAUSE OF ACTION

(Misappropriation of Trade Secrets, California Civil Code §§ 3426 *et seq.*, against All Defendants)

314. This paragraph incorporates paragraphs 1 through 313 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 313 as if set forth in full.

315. With respect to the allegations contained in Paragraph 315, Anna Gatti admits that some of the Company's documents and information are generally not known to the public or to other persons who can obtain economic value from their disclosure or use and that some of the Company's

1 documents and information are the subject of efforts by the Company to maintain their secrecy and that
2 they have the potential for economic value from not being generally known. Gatti denies each and
3 every other allegation contained in paragraph 315.

4 316. With respect to the allegations contained in Paragraph 316, Anna Gatti denies all
5 allegations therein.

6 317. With respect to the allegations contained in Paragraph 317, Anna Gatti denies all
7 allegations therein.

8 318. With respect to the allegations contained in Paragraph 318, Anna Gatti denies all
9 allegations therein.

10 319. With respect to the allegations contained in Paragraph 319, Anna Gatti denies all
11 allegations therein.

12 320. With respect to the allegations contained in Paragraph 320, Anna Gatti denies all
13 allegations therein.

14 321. With respect to the allegations contained in Paragraph 321, Anna Gatti denies all
15 allegations therein.

16 322. With respect to the allegations contained in Paragraph 322, Anna Gatti denies all
17 allegations therein.

18 323. With respect to the allegations contained in Paragraph 323, Anna Gatti denies all
19 allegations therein.

20 324. With respect to the allegations contained in Paragraph 324, Anna Gatti denies all
21 allegations therein.

22 325. With respect to the allegations contained in Paragraph 325, Anna Gatti denies all
23 allegations therein.

24 326. With respect to the allegations contained in Paragraph 326, Anna Gatti denies all
25 allegations therein.

26 **TWELFTH CAUSE OF ACTION**

27 **(Conversion against Gatti and the IQSystem Defendants)**

327. This paragraph incorporates paragraphs 1 through 326 of Plaintiff's complaint. IQSystem, Inc. likewise incorporates its earlier responses to paragraphs 1 through 326 as if set forth in full.

328. With respect to the allegations contained in Paragraph 328, Anna Gatti denies all allegations therein.

329. With respect to the allegations contained in Paragraph 329, Anna Gatti denies all allegations therein.

330. With respect to the allegations contained in Paragraph 330, Anna Gatti denies all allegations therein.

331. With respect to the allegations contained in Paragraph 331, Anna Gatti denies all allegations therein.

332. With respect to the allegations contained in Paragraph 332, Anna Gatti denies all allegations therein.

333. With respect to the allegations contained in Paragraph 333, Anna Gatti denies all allegations therein.

THIRTEENTH CAUSE OF ACTION

(Unfair Competition, Bus. & Prof. Code §§ 17200 *et seq.*, against All Defendants)

334. This paragraph incorporates paragraphs 1 through 333 of Plaintiff's complaint. Anna Gatti likewise incorporates its earlier responses to paragraphs 1 through 333 as if set forth in full.

335. With respect to the allegations contained in Paragraph 335, Anna Gatti denies all allegations therein.

336. With respect to the allegations contained in Paragraph 336, Anna Gatti denies all allegations therein.

337. With respect to the allegations contained in Paragraph 337, Anna Gatti denies all allegations therein.

338. With respect to the allegations contained in Paragraph 338, Anna Gatti denies all allegations therein.

1 Each and every purported cause of action of the complaint is barred by all applicable statutes of
2 limitations.

3 **SECOND AFFIRMATIVE DEFENSE**

4 **(Failure to State a Cause of Action)**

5 Each and every purported cause of action fails to state facts sufficient to constitute a cause of
6 action against Anna Gatti

7 **THIRD AFFIRMATIVE DEFENSE**

8 **(Laches and Estoppel)**

9 By virtue of Plaintiff's actions, inactions, and conduct before filing the Complaint, Plaintiff is
10 barred from seeking or being awarded any relief by the doctrines of estoppel and laches.

11 **FOURTH AFFIRMATIVE DEFENSE**

12 **(Failure to Mitigate Damages)**

13 Plaintiff has failed to mitigate its damages, if any exist.

14 **FIFTH AFFIRMATIVE DEFENSE**

15 **(Unclean Hands)**

16 Any alleged loss or damage Plaintiff may have suffered was not caused by any act, omission,
17 representation, or negligence on the part of Anna Gatti , but is solely attributable to the conduct of the
18 Plaintiff or of people other than Anna Gatti

19 **SIXTH AFFIRMATIVE DEFENSE**

20 **(Waiver)**

21 Anna Gatti is informed and believes and thereupon alleges that Plaintiff has waived its right to
22 the relief sought in the complaint by virtue of its acts, conduct, representations, and omissions, which
23 constitutes a breach of contract by Plaintiff.

24 **EIGHTH AFFIRMATIVE DEFENSE**

25 **(Equity)**

26 Plaintiff's complaint and each cause of action therein, is barred in whole or in part from
27 recovering the relief sought therein as the equities preponderate in favor of Anna Gatti.

28 **NINTH AFFIRMATIVE DEFENSE**

(Good Faith/Lack of Malice)

Plaintiff's complaint and each cause of action therein, are barred in whole or in part because Anna Gatti acted at all times in good faith, without knowledge of any alleged wrongdoing and without any basis for such knowledge.

TENTH AFFIRMATIVE DEFENSE

(Offset)

Any claim for damages, which Anna Gatti denies, in Plaintiff's complaint is offset by the damages caused by Plaintiff.

TWELFTH AFFIRMATIVE DEFENSE

(Reservation of Rights to Assert Additional Defenses)

Anna Gatti reserves its right to assert and rely upon such other applicable affirmative defenses as may become available or apparent during the proceedings in this matter.

COUNTERCLAIM

The Parties

1. Anna Gatti ("Gatti") is an individual living in San Francisco, California.
2. Upon information and belief, Loop AI Labs, Inc. ("Loop AI") is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business in San Francisco, California.

Jurisdiction and Venue

3. Subject to Gatti's defenses and denials, Gatti alleges that this Court has jurisdiction over the subject matter of these Counterclaims under, without limitation, 28 U.S.C. § 1367, and venue for these Counterclaims is proper in this district.

4. This Court has personal jurisdiction over Loop AI.

Factual Background

5. Effective October 3, 2012, Soshoma, Inc (predecessor to Loop, AI) entered into an employment agreement with Anna Gatti, in California (the " Contract").

6. Pursuant to the Contract, Soshoma, Inc. was to provide Gatti with a salary of \$150,000 per year as Chief Executive Officer.

